CPP ANNUAL USE OF CAPITAL SURVEY - 2011

NAME OF INSTITUTION
(Include Holding Company Where Applicable)

Popular, Inc.

Point of Contact:	Jose A. Mendez	RSSD: (For Bank Holding Companies)	1129382
UST Sequence Number:	117	Docket Number: (For Thrift Holding Companies)	
CPP/CDCI Funds Received:	935,000,000	FDIC Certificate Number: (For Depository Institutions)	
CPP/CDCI Funds Repaid to Date:		Credit Union Charter Number: (For Credit Unions)	
Date Funded (first funding):	December 05, 2008	City:	San Juan
Date Repaid[1]:	N/A	State:	Puerto Rico

[1]If repayment was incremental, please enter the most recent repayment date.

American taxpayers are quite interested in knowing how banks have used the money that Treasury has invested under the Capital Purchase Program (CPP) and Community Development Capital Initiative (CDCI). To answer that question, Treasury is seeking responses that describe generally how the CPP/CDCI investment has affected the operation of your business. We understand that once received, the cash associated with TARP funding is indistinguishable from other cash sources, unless the funds were segregated, and therefore it may not be feasible to identify precisely how the CPP/CDCI investment was deployed or how many CPP/CDCI dollars were allocated to each use. Nevertheless, we ask you to provide as much information as you can about how you have used the capital Treasury has provided, and how your uses of that capital have changed over time. Treasury will be pairing this survey with a summary of certain balance sheet and other financial data from your institution's regulatory filings, so to the extent you find it helpful to do so, please feel free to refer to your institution's quarterly call reports to illustrate your answers. This is your opportunity to speak to the taxpayers in your own words, which will be posted on our website.

What specific ways did your institution utilize CPP/CDCI capital? Check all that apply and elaborate as appropriate, especially if the uses have shifted over time. Your responses should reflect actions taken over the past year (or for the portion of the year in which CPP/CDCI funds were outstanding).

X **Increase lending or reduce lending less than otherwise would have occurred.**

See comments on the last page under the caption "Please describe any other actions that you were able to undertake with the capital infusion of CPP/CDCI funds".

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X **To the extent the funds supported increased lending, please describe the major type of loans, if possible (residential mortgage loans, commercial mortgage loans, small business loans, etc.).**

See comments on the last page under the caption "Please describe any other actions that you were able to undertake with the capital infusion of CPP/CDCI funds".

☐ **Increase securities purchased (ABS, MBS, etc.).**

☐ **Make other investments.**

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☐ **Increase reserves for non-performing assets.**

☐ **Reduce borrowings.**

☐ **Increase charge-offs.**

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- [x] **Purchase another financial institution or purchase assets from another financial institution.**

See comments on the last page under the caption "Please describe any other actions that you were able to undertake with the capital infusion of CPP/CDCI funds".

- [ ] **Held as non-leveraged increase to total capital.**

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What actions were you able to avoid because of the capital infusion of CPP/CDCI funds?

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What actions were you able to take that you may not have taken without the capital infusion of CPP/CDCI funds?

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Please describe any other actions that you were able to undertake with the capital infusion of CPP/CDCI funds.

The funds received under the TARP's Capital Purchase Program during December 2008 gave Popular (the Corporation) the opportunity to raise capital quickly and improve our liquidity position, at low cost, with limited shareholder dilution, at a time when the unprecedented market instability made it difficult for us to raise capital. We have used proceeds from the TARP, together with other available moneys, to make capital contributions and loans to our banking subsidiaries to ensure they remain well-capitalized, and strengthen their ability to continue creditworthy lending in our home markets.2011 represented Popular's first year of operational profitability since 2006. During 2011 the Corporation, among other: expanded net interest margin to 4.34%; improved its credit profile by completing NPL asset sales in P.R. and the U.S., improved various credit trends in P.R,, reduced the provision for loan losses 43% as compared to 2010; and further strengthened its capital position.Popular continued its lending evaluation and approval activities, both commercial and consumer. This included, among other loan categories, approximately $1.2 billion in new commercial loans in P.R. and the U.S. Virgin Islands, $1.3 billion in mortgage loans in P.R., and $1.2 billion in commercial loans in the U.S. Additionally, during 2011 several asset acquisition transactions were also completed in P.R. During the first two quarters of 2011, two bulk purchases of residential mortgage loans from a local financial institution, adding $518 million in performing mortgages loans to our portfolio, were completed. In August 2011, Popular purchased from Citibank, N.A. the AAdvantage co-branded credit card portfolio in P.R. and the U.S. Virgin Islands, which had approximately $131 million in balances and approximately 30,000 active accounts at the time of acquisition.In the U.S., Banco Popular North America (BPNA) returned to profitability in 2011 after several initiatives that have been in place during the past three years, as well as continued improvement in credit quality. BPNA continues its efforts to improve profitability following the community banking strategy. As part of the rebranding of the BPNA franchise, its branches in Illinois, California and Florida now operate under a new name, Popular Community Bank.